

## Securities and Exchange Commission

## § 239.144

EDITORIAL NOTE: For FEDERAL REGISTER citations affecting Form ID, see the List of CFR Sections Affected in the Finding Aids section of this volume.

### **§ 239.64 Form SE, form for submission of paper format exhibits by electronic filers.**

This form shall be used by an electronic filer for the submission of any paper format document relating to an otherwise electronic filing, as provided in Rule 311 of Regulation S-T (§232.311 of this chapter).

[58 FR 14682, Mar. 18, 1993]

EDITORIAL NOTE: For FEDERAL REGISTER citations affecting Form SE, see the List of CFR Sections Affected in the Finding Aids section of this volume.

### **§ 239.65 Form TH—Notification of reliance on temporary hardship exemption.**

Form TH shall be filed by any electronic filer who submits to the Commission, pursuant to a temporary hardship exemption, a document in paper format that otherwise would be required to be submitted electronically, as prescribed by Rule 201(a) of Regulation S-T (§232.201(a) of this chapter).

[58 FR 14682, Mar. 18, 1993]

EDITORIAL NOTE: For FEDERAL REGISTER citations affecting Form TH, see the List of CFR Sections Affected in the Finding Aids section of this volume.

## **Subpart B—Forms Pertaining to Exemptions**

### **§ 239.90 Form 1-A, offering statement under Regulation A.**

This form shall be used for filing under Regulation A (§§ 230.251–230.263 of this chapter).

[57 FR 36476, Aug. 13, 1992]

EDITORIAL NOTE: For FEDERAL REGISTER citations affecting Form 1-A, see the List of CFR Sections Affected in the Finding Aids section of this volume.

### **§ 239.91 Form 2-A, report pursuant to Rule 257 of Regulation A.**

This form shall be used for reports of sales and use of proceeds pursuant to Rule 257 of Regulation A (§230.257 of this chapter).

[57 FR 36476, Aug. 13, 1992]

EDITORIAL NOTE: For FEDERAL REGISTER citations affecting Form 2-A, see the List of CFR Sections Affected in the Finding Aids section of this volume.

### **§§ 239.92–239.143 [Reserved]**

### **§ 239.144 Form 144, for notice of proposed sale of securities pursuant to § 230.144 of this chapter.**

(a) Except as indicated in paragraph (b) of this section, this form shall be filed in triplicate with the Commission at its principal office in Washington, DC, by each person who intends to sell securities in reliance upon §230.144 of this chapter and shall be transmitted for filing concurrently with either the placing with a broker of an order to execute a sale of securities or the execution directly with a market maker of a sale of securities.

(b) This form need not be filed if the amount of securities to be sold during any period of 3 months does not exceed 500 shares or other units and the aggregate sale price thereof does not exceed \$10,000.

(c) Under sections 2(11), 4(1), 4(2), 4(4) and 19(a) of the Securities Act of 1933 (17 CFR 230) and Rule 144 thereunder, the Commission is authorized to solicit the information required to be supplied by this form by persons desiring to sell unregistered securities. Disclosure of the information specified in this form is mandatory before processing notices of proposed sale of securities under §230.144 of this chapter. The information will be used for the primary purpose of disclosing the proposed sale of unregistered securities by persons deemed not to be engaged in the distribution of securities. This notice will be made a matter of public record. Therefore, any information given will be available for inspection by any member of the public. Because of the public nature of the information, the Commission can utilize it for a variety of purposes, including referral to other governmental authorities or securities self-regulatory organizations for investigatory purposes or in connection with litigation involving the Federal securities laws or other civil, criminal or regulatory statutes or provisions. Social security account numbers, if furnished, will assist the Commission in identifying persons desiring to sell

unregistered securities and, therefore, in promptly processing notices of proposed sale of securities. Failure to disclose the information requested by Form 144 would make an exception under § 230.144 of this chapter unavailable and may result in civil or criminal action for violations of the Federal securities laws.

[37 FR 4329, Mar. 2, 1972, as amended at 40 FR 55319, Nov. 28, 1975; 43 FR 5423, Nov. 21, 1978; 62 FR 35340, July 1, 1997]

EDITORIAL NOTE: For FEDERAL REGISTER citations affecting Form 144, see the List of CFR Sections Affected in the Finding Aids section of this volume.

#### §§ 239.145–239.199 [Reserved]

#### § 239.200 Form 1-E, notification under Regulation E.

This form shall be used for notification pursuant to Rule 604 (§ 230.604 of this chapter) of Regulation E (§§ 230.601–230.610a of this chapter) by a small business investment company or business development company described in Rule 602 (§ 230.602 of this chapter).

(Secs 3(b) and 3(c), Securities Act of 1933 (15 U.S.C. 77c (b) and (c); sec. 38, Investment Company Act of 1940 (15 U.S.C. 80a–37))

[49 FR 35347, Sept. 7, 1984]

EDITORIAL NOTE: For FEDERAL REGISTER citations Form 1-E, see the List of CFR Sections Affected in the Finding Aids section of this volume.

#### § 239.201 Form 2-E, report of sales pursuant to Rule 609 of Regulation E.

This form shall be used for report of sales of securities under Regulation E (§§ 230.601–230.610a of this chapter) by a small business investment company described in Rule 602 (§ 230.602 of this chapter) as required by Rule 609 of Regulation E (§ 230.609 of this chapter).

#### §§ 239.202–239.300 [Reserved]

#### § 239.500 Form D, notice of sales of securities under Regulation D and section 4(6) of the Securities Act of 1933.

(a) Five copies of a notice on this form shall be filed with the Commission no later than 15 days after the first sale of securities in an offering under Regulation D (§ 230.501–§ 230.508 of this chapter) or under section 4(6) of the Securities Act of 1933.

(b) One copy of every notice on Form D shall be manually signed by a person duly authorized by the issuer.

(c) When sales are made under § 230.505, the notice shall contain an undertaking by the issuer to furnish to the Commission, upon the written request of its staff, the information furnished to non-accredited investors.

(d) Amendments to notices filed under paragraph (a) need only report the issuer's name and the information required by Part C and any material change in the facts from those set forth in Parts A and B.

(e) A notice on Form D shall be considered filed with the Commission under paragraph (a) of this section:

(1) As of the date on which it is received at the Commission's principal office in Washington DC; or

(2) As of the date on which the notice is mailed by means of United States registered or certified mail to the Commission's principal office in Washington, DC, if the notice is delivered to such office after the date on which it is required to be filed.

[54 FR 11374, Mar. 20, 1989]

EDITORIAL NOTE: For FEDERAL REGISTER citations affecting Form D, see the List of CFR Sections Affected in the Finding Aids section of this volume.

#### § 239.701 [Reserved]